

FORM B1**United States Bankruptcy Court
Southern District of New York****Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): Ames Department Stores, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Hills Stores	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 04-2269444	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 2418 Main Street Rocky Hill, Connecticut 06067	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: Hartford, Connecticut	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): Principal assets include stock of subsidiaries located at street address above and ownership, through subsidiaries, of 452 stores (leaseholds) located in 19 contiguous states in the Northeast, Midwest, and Mid-Atlantic regions and Washington, D.C.	

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																							
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker				Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																			
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business				Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																			
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																							
Statistical/Administrative Information (Estimates only)* <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																							
Estimated Number of Creditors* <table border="1"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>								1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																

THIS SPACE IS FOR COURT USE ONLY

* Consolidated with Affiliates

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

FORM B1, Page 2

Ames Department Stores, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)Location
Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)Name of Debtor: See attached list of Affiliates incorporated
herein by reference

Case Number: As filed

Date Filed: August 20, 2001

District: Southern District of New York

Relationship: Affiliate

Judge: Same

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Rolando de Aguiar

Signature of Authorized Individual

Rolando de Aguiar

Printed Name of Authorized Individual

Chief Financial and Administrative Officer

Title of Authorized Individual

August 20, 2001

Date

Signature of Attorney**X** /s/ Martin J. Bienenstock

Signature of Attorney for Debtor(s)

Martin J. Bienenstock

Printed Name of Attorney for Debtor(s)

WEIL, GOTSHAL & MANGES LLP

Firm Name

767 Fifth Avenue

Address

New York, New York 10153212-310-8000

Telephone Number

August 20, 2001

Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

AFFILIATES

On August 20, 2001, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of title 11, United States Code. Contemporaneously with the filing of these petitions, such entities filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

Ames Department Stores, Inc.
Ames Merchandising Corporation
Amesplace.com, Inc.
Ames Realty II, Inc.
Ames Transportation Systems, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	
	:	
AMES DEPARTMENT STORES, INC.,	:	Chapter 11 Case No.
	:	01- _____ ()
	:	
Debtors.	:	
	:	
-----X		

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, the SEC file number is 1-05380.

2. The following financial data is the latest available information and refers to the debtor's condition on August 4, 2001.

a.	Total assets	\$ <u>1,901,573,000</u>	
b.	Total debts (including debts listed in 2.c., below)	\$ <u>1,558,410,000</u>	
c.	Debt securities held by more than 500 holders.	NONE ¹	Approximate number of holders
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
d.	Number of shares of preferred stock	<u>0</u>	
e.	Number of shares of common stock	<u>29,408,057</u>	

Comments, if any: _____

3. Brief description of debtor's business: Ames Department Stores, Inc. is a regional discount retailer that, through its subsidiaries, currently operates 452 stores in nineteen states and the District of Columbia.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: _____

Legg Mason, Inc., Mellon Financial Corporation, and Dimensional Fund Advisors²

¹ The Debtors currently have two publicly held debt securities. The Debtors do not have access to a complete list of debt holders, but do not believe that either of the securities are held by more than 500 holders.

² This information is based upon the most recent Schedule 13G filed with the Securities and Exchange Commission by each of the listed entities.

CERTIFICATE OF RESOLUTIONS

I, David H. Lissy, Senior Vice President and Secretary of Ames

Department Stores, Inc., a Delaware corporation (the "Company"), hereby certify that by a duly convened telephonic meeting of the Board of Directors of the Company held at 9:30 a.m. EDT on August 12, 2001, the following resolutions were adopted in accordance with the requirements of the Delaware General Corporation Law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it was further

RESOLVED, that the Chairman of the Board of Directors of the Company, the President, Chief Executive Officer, Chief Financial Officer, General Counsel, and each Vice President of the Company, is each hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine; and it was further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 is hereby employed as attorneys for the Company in the Company's chapter 11 case, subject to bankruptcy court approval; and it was further

RESOLVED, that the officers of the Company designated in the second decretal paragraph above are each hereby authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which they deem necessary, proper, or desirable in

connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it was further

RESOLVED, that the officers of the Company designated in the second decretal paragraph above be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver agreements for the use of cash collateral and postpetition financing in connection with the Company's chapter 11 case, including the granting of liens to such lender(s) to such agreement(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it was further

RESOLVED, that the officers of the Company designated in the second decretal paragraph above are hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, and to take such other action, as in the judgment of such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company's business; and it was further

RESOLVED, that any and all past actions heretofore taken by officers or directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of

August 2001.

/s/ David H. Lissy

By: David H. Lissy, Esq.
Title: Senior Vice President and Secretary

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
AMES DEPARTMENT STORES, INC., <i>et al.</i>)	Case No. 01- ()
Debtors.)	Chapter 11
)	

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the consolidated list of the Debtors' creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Chase National Corporate Services Inc. 73 Tremont Street Boston, MA 02108-3913	Mary Lou Bessie Vice President 73 Tremont Street Boston, MA 02108-3913 (617) 557-6553	Indenture Trustee – Ames 10% Senior Notes due 2006		\$200,000,000
State Street Bank & Trust Company Corporate Trust Division 4th floor Two International Place Boston, MA 02110	Paul Allen Vice President 4th floor Two International Place Boston, MA 02110 (617) 662-1730	Indenture Trustee – Hills 12.5% Senior Notes due 2003		\$43,605,000
Footstar, Inc. 933 MacArthur Blvd. Mahwah, NJ 07430	Maureen Richards VP and General Counsel 933 MacArthur Blvd. Mahwah, NJ 07430 (201) 934-2344	License Arrangement		\$8,900,000
Wrangler/VF Corp. P.O. Box 21488 Greensboro, NC 27420	Roger Poplin P.O. Box 21488 Greensboro, NC 27420 (336) 332-4833	Trade Debt		\$8,071,130

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
IBM Global Services, Inc. Route 100 Somers, NY 10589	Sean Ryan Vice President Route 100 Somers, NY 10589 (914) 766-4680	Computer Services		\$5,415,554
Mattel Toys Inc. (including Fisher Price) 333 Continental Blvd. El Segundo, CA 90245	Kathleen Simpson-Taylor 333 Continental Blvd. El Segundo, CA 90245 (310) 252-4223	Trade Debt		\$5,350,201
Newell/Rubbermaid 1147 Akron Road Wooster, OH 44691	Rob Sandberg 1147 Akron Road Wooster, OH 44691 (815) 233-8133	Trade Debt		\$5,205,654
Hasbro P.O. Box 1241 Providence, RI 02901	Judy Smith Treasurer P.O. Box 1241 Providence, RI 02901 (401) 431-8106	Trade Debt		\$5,100,121
Fruit of the Loom One Fruit of the Loom Dr. Bowling Green, KY 42101	Ed Weldon Credit Manager One Fruit of the Loom Dr. Bowling Green, KY 42102 (270) 781-6400	Trade Debt		\$4,467,973
GMAC Commercial Credit LLC 1 Penn Plaza 9th floor New York, NY 10119	Gene Cordiano, EVP 1 Penn Plaza 9th floor New York, NY 10119 (212) 884-7503	Trade Debt		\$3,602,254
Sara Lee Knits 470 Hanes Mill Road Winston-Salem, NC 27105	Grey Loggins Credit Manager 470 Hanes Mill Road Winston-Salem, NC 27105 (336) 519-5047	Trade Debt		\$3,529,227
American Greetings Corporation 10500 American Road Cleveland, OH 44144	Vinnie Henniger Credit Manager 10500 American Road Cleveland, OH 44144 (216) 252-6704	Trade Debt	Disputed	\$3,504,062

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
The CIT Group/ Commercial 1211 Avenue of the Americas New York, NY 10036	David Bram, EVP 1211 Avenue of the Americas New York, NY 10036 (212) 382-6939	Trade Debt		\$3,480,636
HSBC Business Credit USA, Inc. 452 5th Avenue New York, NY 10018	Greg Gallo 452 5th Avenue New York, NY 10018 (212) 525-5101	Trade Debt		\$3,129,783
Armstrong/RTA Furniture (Thomasville) 401 E. Main Street P.O. Box 339 Thomasville, NC 27361	Paul Dascoli, CFO 401 E. Main Street P.O. Box 339 Thomasville, NC 27361 (336) 472-4005	Trade Debt		\$3,083,384
Rosenthal and Rosenthal, Inc. 1370 Broadway New York, NY 10018	Allan Spielman, EVP 1370 Broadway New York, NY 10018 (212) 356-1438	Trade Debt		\$3,029,896
Sunbeam 2381 Executive Center Drive Boca Raton, FL 33431	Jerry Levin, CEO 2381 Executive Center Drive Boca Raton, FL 33431 (561) 243-2100	Trade Debt		\$2,724,185
20th Century Fox Home Entertainment 2121 Avenue of the Stars Los Angeles, CA 90067	Charles Austin 2121 Avenue of the Stars Los Angeles, CA 90067 (866) 306-6160	Trade Debt		\$2,697,290
W E A Distribution 1 Warner Court Bridgeport, CT 08014	Yvonne Butler 1 Warner Court Bridgeport, CT 08014 (818) 843-6311	Trade Debt		\$2,668,866
Arlee Home Fashions 261 5th Avenue 24th floor New York, NY 10016	Alan Mandell 261 5th Avenue 24th floor New York, NY 10016 (212) 592-8049	Trade Debt		\$2,282,135

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION**

I, the undersigned authorized officer of the corporations named as Debtors in these cases, declare under penalty of perjury that I have reviewed the List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: August 20, 2001

/s/ Rolando de Aguiar
Rolando de Aguiar
Senior Executive Vice President and
Chief Financial Officer